



Southern Pacific Lines

0100429031

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1757 • Facsimile (415) 495-5436

Lenona Young
Paralegal

November 7, 1994

RECORDATION NO. 14656C

NOV 10 1994-3 15 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

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G 4137-316
Law Department

Via Federal Express

Mr. Sydney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Participation Agreement dated as of June 10, 1985
among Southern Pacific Transportation Company, Lessee,
Wells Fargo Bank Leasing Corporation, Owner, and
Nationwide Life Insurance Company -- Southern Pacific 85-1

Dear Mr. Strickland:

Enclosed are an original and three photocopies of a document described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The document is a Bill of Sale dated September 30, 1994. The document is a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which the document is in connection with is recorded under Recordation No. 14656.

The names and addresses of the parties to the Bill of Sale are as follows:

Seller: BA Leasing & Capital Corporation
Credit Risk #5820, Suite 1200
Four Embarcadero Center
San Francisco, CA 94111

Buyer: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105



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Lenona Young
Paralegal

Law Department

November 9, 1994

G 4137-316

Via Federal Express

Ms. Janice Fort
Recordation Department, Room 2311
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Participation Agreement dated as of June 10, 1985
among Southern Pacific Transportation Company, Lessee,
Wells Fargo Bank Leasing Corporation, Owner, and
Nationwide Life Insurance Company, Note Purchaser
Southern Pacific 85-1

Dear Ms. Fort:

With reference to our telephone conversation today wherein you informed me that the recordation fee is now \$21, enclosed is an additional company check in the amount of \$3.

As stated in my November 7, 1994 letter, please record the Bill of Sale dated September 30, 1994 under Recordation No. 14656.

Thank you for your cooperation.

Very truly yours,

Lenona Young

Enclosure

Interstate Commerce Commission

Washington, D.C. 20423

11/10/94

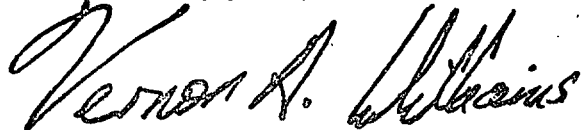
OFFICE OF THE SECRETARY

Leona Young
Paralegal
Southern Pacific Lines
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/10/94 at 3:15PM, and assigned recordation number(s) 14656- C.

Sincerely yours,



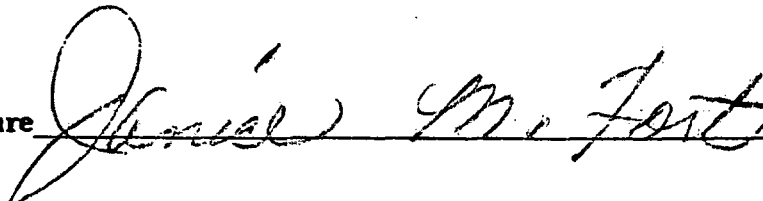
Vernon A. Williams
Secretary

Enclosure(s)

(0100429031)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 14656-C FILED 1425
NOV 10 1994-3 15 PM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

FOR VALUE RECEIVED, the undersigned ("Seller") hereby sells all its right, title, and interest to SOUTHERN PACIFIC TRANSPORTATION COMPANY, San Francisco, California 94105 ("Buyer") in the property ("Unit") described below. **THE UNIT IS SOLD "AS IS" AND WHEREVER NOW LOCATED WITHOUT ANY WARRANTY EXPRESS OR IMPLIED. SELLER HAS NOT MADE, AND DOES NOT HEREBY MAKE, ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE TITLE, MERCHANTABILITY, CONDITION, QUALITY, DESCRIPTION, DURABILITY, OR SUITABILITY OR SUCH UNITS IN ANY RESPECT OR IN CONNECTION WITH OR FOR THE PURPOSES AND USES OF BUYER, except that such Unit is free and clear of all claims, liens, security interests and other encumbrances by or in favor of any person claiming by, through or under Seller.**

DESCRIPTION: One high horsepower (3,600HP) 6-axle SD45-2 Locomotive
Identifying number - SP7553

Price: \$355,592.57

Seller: BA Leasing & Capital Corporation

By: 

Title: Assistant Vice President

Dated: September 30, 1994